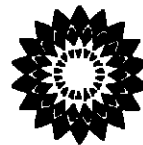




Kent Zigterman

Senior Counsel  
BP Legal



BP America Inc  
150 W. Warrenville Road  
MC 200 1W  
Naperville IL 60503  
Fax: 630 470 5201  
Kent.zigterman@bp.com

VIA OVERNIGHT MAIL

April 23, 2013

Ms Cynthia T Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E. Street, S.W.  
Washington, DC 20024

RECORDATION NO. 18991-11 FILED

APR 24 '13 -4 35 PM

**SURFACE TRANSPORTATION BOARD**

Document for Recordation

Dear Ms. Brown,

Enclosed for recordation pursuant to the provision of 49 U.S.C. Section 11301(a) are one original and two copies of a Release of Liens, dated April 4, 2013 ("Lien Release"), a secondary document as defined in the Board's Rules for the Recordation of Documents.

The primary document to which the enclosed Lien Release relates is the Security Agreement-Trust Deed 1994-A dated September 1, 1991 and associated documents previously filed with the Board under Recordation Number 18991 and 18991-13.

The names and address of the parties to the enclosed Lien Release are:

Indenture Trustee:	Wilmington Trust Company 1100 N. Market Street Wilmington, DE 19890-0001
Owner Trustee:	U.S. Bank, National Association Goodwin Square 225 Asylum Street, 23 <sup>rd</sup> Floor Hartford, CT 06103 Attn: Corporate Trust Administration
Lessee:	BP Amoco Chemical Company 501 Westlake Park Boulevard Houston, TX 77079

A short summary of the document to appear in the index is: Lien Release

A description of the railroad equipment covered by the Lien Release is. All rail cars listed in the documents identified on Exhibit A attached to the Lien Release.

A billing account has been opened by BP Amoco Chemical Company to cover the required recordation fee of \$12.00. Attached is a copy of the Billing Account Application for your records.

Kindly return the original and one stamped copy of the Lien Release to me at the above address.

Sincerely,

  
Kent Zigterman

Enclosures

RECORDATION NO. 18991-H FILED

APR 24 '13 -4 35 PM

SURFACE TRANSPORTATION BOARD

RELEASE OF LIENS

Dated as of April 4, 2013

between

BP AMOCO CHEMICAL COMPANY,  
as Lessee

and

WILMINGTON TRUST COMPANY,  
as Indenture Trustee

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT A ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE

SATISFACTION AND DISCHARGE AND RELEASE OF LIENS, dated as of April 4, 2013 by WILMINGTON TRUST COMPANY, as successor Indenture Trustee (the "Indenture Trustee") under the Security Agreement-Trust Deed 1994-A dated as of September 1, 1994-A between Shawmut Bank Connecticut, National Association (now known as U.S. Bank, National Association), not individually but solely as Owner Trustee under the Amoco Chemical Trust 1994-A (the "Owner Trustee"), and the Indenture Trustee (as supplemented and amended from time to time, the "Trust Deed", capitalized terms used herein without definition having the respective meanings set forth in the Trust Deed) and BP AMOCO CHEMICAL COMPANY, a Delaware corporation (the "Lessee").

1. The Indenture Trustee does hereby (i) acknowledge payment in full of all Notes issued under the Trust Deed and (ii) release any and all of its interest and Liens under the Trust Deed

2. The Lessee does hereby agree that it shall, at its cost and expense, cause this Agreement to be promptly filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit A attached hereto, and the interests of the Indenture Trustee therein, shall be terminated and released.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

BP AMOCO CHEMICAL COMPANY,  
as Lessee

By: [Signature]  
Name: CHRISTOPHER J. HANES  
Title: VICE PRESIDENT

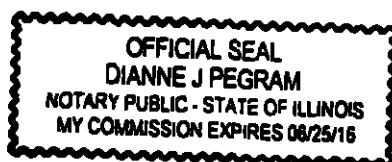
WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Indenture Trustee

By: [Signature]  
Name: Jacqueline E. Solone  
Title: Assistant Vice President

State of Illinois )  
County of DuPage ) ss

On this 4<sup>th</sup> day of April, 2013, before me, a notary public, personally appeared Christopher J. Hummel to me personally known, who being by me duly sworn says that he is the Vice President of BP AMOCO CHEMICAL COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Dianne J. Pegram  
Notary Public

My Commission Expires: 08/25/16

State of Delaware )  
County of New Castle ) ss

On this 20 day of March, 2013 before me, a notary public, personally appeared Jacqueline E. Solone to me personally known, who being by me duly sworn says that he is the Assistant Vice President of WILMINGTON TRUST COMPANY, as Indenture Trustee and that said instrument was executed on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

(Notarial Seal)

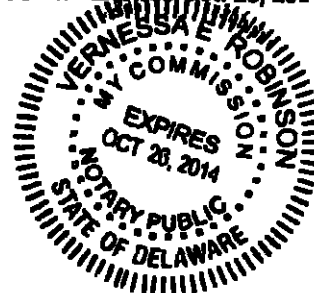
Vernessa E. Robinson  
Notary Public

My Commission Expires

VERNESSA E. ROBINSON

Notary Public - State of Delaware

My Comm. Expires Oct. 26, 2014



**Exhibit A**

**ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS**

<b><u>Description</u></b>	<b><u>Filing Date</u></b>	<b><u>Recordation Number</u></b>
134 COVERED HOPPER CARS, MARKED AND NUMBERED AMCX 206201-206334	09/27/1994	18991
134 COVERED HOPPER CARS, MARKED AND NUMBERED AMCX 206201-206334	09/27/1994	18991-13

Car List attached below.

The units comprise 134 covered hopper cars with stub center sills each with a capacity of 5,250 cubic feet, 55 of which are equipped with fluidized pneumatic butterfly discharge and 79 of which are equipped with pneumatic discharge, manufactured by ACF Industries, Inc., Specification No. ACF940001 dated April 4, 1994. Each car has a capacity of 110 tons. Car numbers are as follows:

AMCX 206201	AMCX 206235	AMCX 206269	AMCX 206303
AMCX 206202	AMCX 206236	AMCX 206270	AMCX 206304
AMCX 206203	AMCX 206237	AMCX 206271	AMCX 206305
AMCX 206204	AMCX 206238	AMCX 206272	AMCX 206306
AMCX 206205	AMCX 206239	AMCX 206273	AMCX 206307
AMCX 206206	AMCX 206240	AMCX 206274	AMCX 206308
AMCX 206207	AMCX 206241	AMCX 206275	AMCX 206309
AMCX 206208	AMCX 206242	AMCX 206276	AMCX 206310
AMCX 206209	AMCX 206243	AMCX 206277	AMCX 206311
AMCX 206210	AMCX 206244	AMCX 206278	AMCX 206312
AMCX 206211	AMCX 206245	AMCX 206279	AMCX 206313
AMCX 206212	AMCX 206246	AMCX 206280	AMCX 206314
AMCX 206213	AMCX 206247	AMCX 206281	AMCX 206315
AMCX 206214	AMCX 206248	AMCX 206282	AMCX 206316
AMCX 206215	AMCX 206249	AMCX 206283	AMCX 206317
AMCX 206216	AMCX 206250	AMCX 206284	AMCX 206318
AMCX 206217	AMCX 206251	AMCX 206285	AMCX 206319
AMCX 206218	AMCX 206252	AMCX 206286	AMCX 206320
AMCX 206219	AMCX 206253	AMCX 206287	AMCX 206321
AMCX 206220	AMCX 206254	AMCX 206288	AMCX 206322
AMCX 206221	AMCX 206255	AMCX 206289	AMCX 206323
AMCX 206222	AMCX 206256	AMCX 206290	AMCX 206324
AMCX 206223	AMCX 206257	AMCX 206291	AMCX 206325
AMCX 206224	AMCX 206258	AMCX 206292	AMCX 206326
AMCX 206225	AMCX 206259	AMCX 206293	AMCX 206327
AMCX 206226	AMCX 206260	AMCX 206294	AMCX 206328
AMCX 206227	AMCX 206261	AMCX 206295	AMCX 206329
AMCX 206228	AMCX 206262	AMCX 206296	AMCX 206330
AMCX 206229	AMCX 206263	AMCX 206297	AMCX 206331
AMCX 206230	AMCX 206264	AMCX 206298	AMCX 206332
AMCX 206231	AMCX 206265	AMCX 206299	AMCX 206333
AMCX 206232	AMCX 206266	AMCX 206300	AMCX 206334
AMCX 206233	AMCX 206267	AMCX 206301	
AMCX 206234	AMCX 206268	AMCX 206302	